
BETH BACON:

All right. Thank you. Welcome. We're in the Registries Stakeholder Group telecon to look at the bylaws and the charter, and I'm happy to see a few extra folks who aren't in our normal working group have joined, so I'm glad that we've gotten some interest. So hello.

Just a small run of events, where we are for those who are not in the usual working group, we are taking a further look at the draft bylaws and charter and then the operating procedures documents that we went over at some length in [inaudible] ICANN meeting, our stakeholder group day. We had a bunch of comments, we resolved some, we had some future actions. I and a few others have gone through—thank you, Ashley, and Kristine when she joins—and gone ahead and made some proposed edits. We've started to clean things up, make sure the documents are agreeing, and what I would really like to do today is to go through each document—and I don't think we're going to make it through all of them because we only have an hour.

So what I would like to do is go through as quickly as we can and note those things that are no longer at issue and are resolved, and we can clear these things up and start clearing things up so that we can issue a final clean document to the stakeholder group. And if we don't make it through, I think that I'm going to take it upon myself to then power through, and I will draft Cherie to clean things up and make sure all the nits and picks, the agreements of the articles and the numbering are correct, and we'll just go ahead and make some suggestions. If there are any big outstanding issues, we will leave those in redline. But that's

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where we are right now, so hopefully we can zip through. Do we have any questions, concerns, comments, general gripes before we get going?

Okay, so you can see where Cherie dropped the links to the current Google documents into the chat. I would like to say I'm not going to manage the queue, please just unmute and start talking. I think it'll just be easier if we have a conversation, it'll go a lot faster if you have a comment or a question.

But if we could scroll up to the top of the bylaws and charter, I'm just going to start going through the comments, and we can accept or reject. If it's not controversial, I would suggest we just resolve those comments.

CHERIE STUBBS: Is everyone able to see the draft, the redline Google doc?

SUSAN PAYNE: I Cherie. I can see it, but the text for the comments is really tiny. I don't know if there's anything I can do at my end about that, or is it possible to slightly increase the screen size?

CHERIE STUBBS: I did increase the screen size, but I think—

BETH BACON: Cherie, if you just zoom in on your document, it should make it a little bigger, on your screen.

CHERIE STUBBS: [Yeah, that's what I did. I've got it at—]

BETH BACON: See if that ...

CHERIE STUBBS: It makes the text larger, but it doesn't affect the comments section.

ASHLEY ROBERTS: Susan, you could try looking at loading the documents in your own browser. It might be a little bigger for you there.

SUSAN PAYNE: Yeah, if it's not possible to make the comments bigger, then I'll just look at it in a Google doc and jump back if I need to. Don't worry.

CHERIE STUBBS: All right. Thank you, Susan. Sorry about that.

BETH BACON: We're doing the best we can with our remote stuff. Okay, so I will go through and I think I'm going to—I may just put a note in, I don't want

us to lose the redlines if we're deleting things or changing things. So I will just resolve comments, likely. But hopefully, we can keep these in redline so that folks have a record of what has changed.

So let us away. This first section, bylaws and charter, we've made the suggestion to change this, if everyone's fine with this. Yes? Okay, accept. We'll go through—and again, I'm putting “accept” so that we can keep a record of the redlines that we've changed.

I'm scrolling down now to the first comment in article two, purposes and objectives. Kristine has made the comment that we don't use this definition and that it's duplicitous, so we need to figure out what we want to say here. I went ahead and took out the registries group because we never use the term “registries group.” I think this is fine as is. Does anyone have any concerns?

KRISTINE DORRAIN:

The only thing I would say is I didn't notice in the rest of this section we used the word “registries group,” so where it says “registries group” in this section, we just need to change it to RySG. I can do that now and you can just keep going.

BETH BACON:

Yeah, that's great. I'm going to resolve your comment and we'll just make that as a global change. I appreciate that. Thanks.

KRISTINE DORRAIN: Perfect, and I'm going to switch this to suggesting mode. Keep going and ignore my typing.

BETH BACON: And again, I'm leaving in the redlines. It doesn't mean they're not accepted. Because I don't want folks to be concerned if they don't see things, redline changes. Okay, so let's continue down the roll to the next comment, which is in article four, RySG membership. So we agree that this, categories of membership, does need to stay in the document, so I'm going to resolve your comment, Cherie, and then we have gone through—and I think these are my changes. I've made these suggestions to simplify and to operationalize the changes that we discussed on our call in Cancun. If folks want to take a moment to look at this.

All right, does this look acceptable to folks? Do you have any further?

KRISTINE DORRAIN: Yes. I'm just going to keep doing this just so [you now have to link it.]

BETH BACON: I love it. I appreciate it. All right, I'm going to resolve your mistake comment though.

KRISTINE DORRAIN: Excellent, because it's no longer a mistake. You fixed it. Well done.

BETH BACON: Guys, progress. All right, so the comment related to this, I'm also going to resolve, keep the redlines, again. So this particular principles for RySG, this needs to be deleted here or where it appears in section one of the operating procedures. I don't think that this needs to stay in the in this charter if it's in the operating procedures, or vice versa. We just need to pick where we want it.

KRISTINE DORRAIN: I suggest the operating procedures because it's something that's much easier to change, and we may wish to add principles over time and it should not require ICANN board approval to change our principles.

BETH BACON: I like that very much. I'm of the same mind and flagged that in the operating procedures. Does anyone else have a comment? Are they concerned if we take this particular part out of this? And if you want me to slow down or hold on so that you can think about something, please tell me. I know we're burning through.

All right, so I'm going to suggest deletion if I—[saying, "Thank you, Sam.]
All right, delete. That feels good. I love deleting, guys. It's my favorite.
All right, so we delete that. this is resolved. We've actually deleted the question where Donna had a previous issue, so I'm going to resolve that one as it's now not living here. So I'm going to make a comment that says make sure to reference—

CHERIE STUBBS: May I make a quick note at the top of this effort for people not to get too caught up in the reference to articles and sections? Because these documents so dramatically change that I will be going back through and ask Sue if she can help me too, just for another set of eyes so we can correct all of the article and section references after we get through this round. Thank you.

BETH BACON: Yeah, absolutely. At the top of the call, whatever we don't cover, we're going to try and zip through. But if we do have outstanding issues, we'll make notes and do redlines, but we will take it upon ourselves to go and clean everything up. So yeah, it's a global change, it's messy. It'll take a minute. So yeah, and Cherie's really good at that so we're going to make her do it.

So I just want to move down to article five, board of directors is the next comment. Kristine has very helpfully made some changes. I think that addresses your comment, Ashley. We had a little bit of back and forth in the comments, but I feel like we're all agreed that this—

ASHLEY ROBERTS: Yeah, I'm happy with this now. Thank you.

BETH BACON: Delightful. I shall resolve. Guys, this is so great. All right, moving on to the next one, this is number three, qualifications of directors in that same section. We've amended this to hopefully address your comment, Kristine, with regards to the powers of the board.

KRISTINE DORRAIN: Yeah, looks good. Carry on.

BETH BACON: Resolved. Next is four, composition of the board. This is to clarify a little bit, because as you guys know, the board is a section of the ExCom, it's the elected officers, but then we go on to clarify that the executive committee encompasses not just the executive committee but some other officers, which all of this needed clarification because of the insertion of the Florida requirements and the extraction of some of the items into the operation procedures. So that is why we've proposed to take this first section out and then clarified section B—well, new section A. And again, ignore the references.

KRISTINE DORRAIN: Yeah, so just as you're reading and thinking about it, this didn't change—it was not meant to change anything. A and B kind of repeated themselves and they contradicted Article 10. Article 10 was the one that actually referenced the Florida bylaws and actually really clearly spelled out what the ExCom versus the board was, so basically what we did here was instead of kind of saying it twice and then making exceptions, we basically moved it all into one section, referred just straight to Article 10 so that there's not any accidental mistakes if we amend these again in the future, and then talking about sort of the callouts at the bottom by the executive committee and by the board, and the officer positions, etc.

So it's kind of all just condensed and munched into one section, which is hopefully simpler, but it was not meant to change anything substantive.

BETH BACON: Yeah, the goal was clarity here and to have a uniform place to reference, which Kristine and I chatted about her comment when we were making some edits, and 10 seemed the best.

SUSAN PAYNE: Can I just [step in] quickly? I sort of agree with what you've done, but I think we've now lost a sort of definition of what the o bard is, because it's called composition of the board but then it doesn't actually say that the RySG ExCom is the board. It does say somewhere in the yellow that any act by the ExcCom shall be deemed an act by the board, but I think surely, isn't it a Florida requirement that there is a board? So don't we need somewhere to say who the boards is?

BETH BACON: I do believe that is above or in 10. Saying I believe because we changed a couple of things. We moved them around. But that's a good flag. Okay, I'm going to flag that.

KRISTINE DORRAIN: Yeah, that's a good call, Susan. We'll have to go back in and double check that we didn't accidentally mess that up. Yeah, that's a good call.

BETH BACON:

I'm just going to put in here, "Confirm that we defined the board."
Okay, so I will put that in, and then if that's okay, Susan, I will keep that we confirm that we have a definition of the board but resolve the other comments here so that we can show that we've made some progress. And it may be that the board definition goes in here or we may put it in Section 10. But it was a good flag. Great, I see a yes. Awesome. Thank you guys so much.

All right, so these are again some changes and it was just cleaned up as we go through. I'm going to scroll down to the next comment. The next comment is that this particular provision was in the operating procedures, so I'm going to resolve this because I think that we've made this clear here with a new article reference, and then we also have some changes in the operating procedures that refer to this. Kristine, that's your comment so I just want to make sure. and Cherie, thank you for the background there.

KRISTINE DORRAIN:

Yeah, I think that's right. I think the main thing was that there's two different sections, and we just need to make sure that we're referencing them appropriately. Thanks.

BETH BACON:

Awesome. Okay, resolve. This is very satisfying. And I see Erica is on the call, so Erica, if you have words of wisdom or we're screwing something up that you remember from talking to the lawyers about when you were doing this, please shout at us. Okay, so the next section is number nine in this article, vacancies on the board. We did not justify or

propose a change, but we do think, if you can see the comments, trying to simplify this and perhaps just point it to the correct reference, I think that's probably the best way to do it, but I will leave this particular comment in here and then we can do so.

CHERIE STUBBS: Beth, I apologize, but what article are you on?

BETH BACON: I'm sorry, I'm in 5.9.

CHERIE STUBBS: Thank you very much. I thought I got ahead of you.

BETH BACON: Yeah, and somehow when I was going through this yesterday, I did not propose an actual change to this, but I did just note that I do agree we need to simplify this language, and there is similar language in Article 8, but then there's also Article 5 that has information on votes as well as vacancies, so that's just something that we should propose some agreement on. Are folks okay if we work to simplify or clarify this language? Because it is very confusing, and it does repeat in a different section.

KRISTINE DORRAIN: I think yes, and I've been trying to give this one some thought. So this specific article, article five, specifically refers to the board itself.

BETH BACON: Yes.

KRISTINE DORRAIN: The other sections refer to like sort of all of the ExCom, so they refer to the term of GNSO representatives and then there's a little bit of an allusion to NomCom, although nobody actually says what happens if there's a NomCom vacancy. And that's why I called that out in the note below. So it may be that this section just needs to be cleaned up to only reference the board and then removing the officer, non-officer reference and just saying for other positions, see article blah-blah. I don't know. But yeah, it isn't about substance, it's about making sure that we know what happens if there are various vacancies, and just really clearly delineating which position we're talking about: a board position, the other ExCom positions, etc.

BETH BACON: Right. So I did go down and make some changes in Article 8, what's currently 8, to talk about that. So I think that, yes if we clarify that, clean this up to just make it the board, then that makes sense.

KRISTINE DORRAIN: Plus one.

BETH BACON: Okay.

CHERIE STUBBS: Kristine and Beth, [then all,] and Erica or [inaudible] anybody speak up, I think we're not extremely specific about the position of the NomCom representative because that automatically evolves to ICANN bylaws, and we do whatever is written in those, in ICANN bylaws for that position. Does that make sense?

BETH BACON: It does.

KRISTINE DORRAIN: Yeah, maybe we just reference that somewhere later when we talk about that role, if it's not there. Cherie, it may even be there. I'll have to go back and look.

BETH BACON: Yeah. Okay.

CHERIE STUBBS: I would too. Thanks.

BETH BACON: I think that's a great solution. All right, so I will leave that comment and I replied back with an action for me after this. So I'm going to slide into Article 6. Can you tell I hate roman numerals when I go really slowly and I'm clearly adding in my head, six? Section 4. I'm just going to resolve

this, there's no such section, but we know that there's already a correction but we're going to have to go and globally change this. So I'm just going to resolve that if you're okay, Kristine.

KRISTINE DORRAIN:

The only thing I want to flag on that—and maybe Cherie's answer to suggest to delete it is the right answer. In the charter, I actually went through and tried to find the right articles. I know Cherie's going to do it for the operating procedures. I didn't even know what this was referring to. I couldn't even guess. So Cherie's answer of just "referring to in accordance with" might be right, but this would be a great place where if someone who's got more familiarity with the original doc, maybe Erica or somebody else, knows what that was supposed to be referring to so we can properly reference it, that would be very helpful. Otherwise, it's likely to just get deleted and just say we're going to have a meeting of the board in accordance with the bylaws and operating procedures.

BETH BACON:

Yes. Sounds good to me. This is one that we will clarify, and we'll do all of that when we go through and check every single reference. And if it doesn't make sense, we'll hunt it down. So I will leave that one, noting just to remind us to do that, unless for some reason that one pops out in anyone's mind and memory. Okay.

So I'm going to leave that note and slide down to 7. This again is somewhat of an agreement and somewhat of a substance issue. There's

been some change to make it better, so I'm happy to resolve this if you are good, Kristine. That was your comment also.

KRISTINE DORRAIN: Yeah.

BETH BACON: Okay, I think we then went down and addressed the other ones. Resolved. Again, I'm going to resolve this one because we are pointing to the—hopefully correct for the future.

All right, so the next comment, we went in and sort of updated some redlines in Article 7, wired or wireless electronic communication. It's just e-mail, guys. We're using e-mail. So some of these are just updates for technology and completeness, so nothing else in that section.

Article 8, officers, this is where it got a little hairy. Yeah, [inaudible] telegraph. You still use that? Are you sending some wirelasses? So in Article 8, officers, general provisions, this is where we made some changes to address the concern of the difference between, A, the role of the office position of a secretary, and then how to very efficiently say that the vice chair of administration will also serve as a secretary but then discharge those responsibilities to the secretariat.

So this is the attempt to clarify some of this, this is the start of it. so you see all of section one, general provisions of eight, and then we made some corresponding changes to the operating procedures. So I'll just give you guys a second to take a look at this and see if you feel like this is on the right track here, and then we'll resolve this comment.

CHERIE STUBBS: Beth, Sue and I did talk earlier this week, and she helped me confirm my thoughts that the only reason we have the secretary—and Karen, I think we hammered through this—was for Florida incorporation, because for banking and for filing the annual corporation report in Florida. So there's no need to have an election of a secretary. That was its origin.

BETH BACON: Right.

CHERIE STUBBS: So I think to untangle that [conception about ...]

BETH BACON: Right. Okay, and I think that's why [and down in—you] see later in the section that was really helpful background, and then also, you've been on a lot of calls with Council so that was really helpful. We've noted that the officer position of secretary will be taken by that of the vice chair admin, and then the duties will be discharged.

So I think we've clarified this. Is everyone happy with this? I know this was a concern when we chatted earlier.

SUE SCHULER: Beth, just to kind of clarify what Cherie was saying, for me to be able to be a signatory on the bank account, I have to be listed on the Florida

incorporation as the secretary, because the bank actually accesses that document to make sure that I am able to be a signatory on this account.

KRISTINE DORRAIN:

That's really helpful, Sue, and that's the type of practical information that we need as we're trying to craft this, so we're definitely trying to comply with the requirements to have a secretary, but the secretary has to be a member, so what we're planning is to say, well, the secretary will just—that function, that role will be held by the vice chair of administration, but then we can delegate all responsibility to the secretariat. So, is it your understanding that we cannot delegate the function of being able to handle the banking account, the secretary can't delegate that to someone else, it must be personally held by them? Is that your understanding, Sue?

SUE SCHULER:

It's my understanding that the Florida incorporation paperwork that is filed with the state of Florida, whoever is the signatory at the bank has to be listed as one of the officers of that corporation. So the only way that I could be a signatory on the bank account was to be listed as one of those.

CHERIE STUBBS:

And Kristine, that was the same when I was secretariat. That's how this all started, but it was a nonvoting, nonelected position. It was an appointed position and it did not require the secretary to be a member per se of the stakeholder group.

KAREN DAY: Just to repeat what I've put in the chat already, this is a weird banking issue with the bank that we use in Florida, and we went around and around, I went toe to toe with the vice president of the bank. They will only let people on that account who show up in the Florida Sunshine system and that's it. Legally, it's fine, we could delegate all we wanted to, but no, changing banks—well, I'm not the treasurer anymore, I won't say that, but ...

CHERIE STUBBS: Well, we changed banks [inaudible]. It's the same requirement. So it's a Florida thing, I think.

KAREN DAY: It's an easy out for the banks in Florida to use this online Sunshine system and just say, look, if you're not showing up in that system, we're not going to recognize you.

BETH BACON: All right. I appreciate all this, this is very good background. I just want to make maybe an easy suggestion because [we've also—what a crappy thing.] So here's my suggestion. Instead of delegating the responsibilities, we will say delegate the responsibilities of the secretary as well as note as the serving as secretary. So we will note in the bylaws, we can say that the vice chair admin will be the secretary, elected, or we can simply change it to say one of the roles of the secretariat is to be listed as the secretary. It will be an unelected position.

KAREN DAY: I don't think you can make it unelected. I think you can make it confirmed every year, but we'd have to go back to Pete and ask that, because I think everything that we list in the Sunshine system every year has to be backed up by the annual meeting.

KRISTINE DORRAIN: Okay, so that's good information to have too because I noticed that Susan put in the chat, how about we have all officers except the secretary as needing to be a voting delegate, and then we expressly state t's nonvoting. We don't know whether or not we like that suggestion yet, but let's talk through that.

So we have a secretary per the Florida bylaws. We find one, we hire one with Sue, we vote for her because we have to, so now she can go to the bank, but then we say expressly nonvoting, doesn't have to be an member. Does that qualify for the rules?

KAREN DAY: I think it would, Kristine.

BETH BACON: I don't object to that particular solution other than it seems bananas to me to say.

KRISTINE DORRAIN: Well, I just want to mention that that is not really a good basis for rejecting state law. As a lawyer, lots of laws are bananas.

BETH BACON: It seems a little bananas to say we're going to force everyone to just go through a perfunctory election of whomever is our secretariat to the secretary position. It seems very roundabout. And I understand that this is Florida law and this seems to be the sticking point. But so what I'm hearing is that the secretary has to be elected, it has to be a separate position from the vice chair administration.

KRISTINE DORRAIN: I don't think we heard that. Did we hear that? I don't think we had to have it be separate.

KAREN DAY: No, it doesn't have to be separate, but if you have it be the same, then then vice chair administration has to take over the banking from Sue.

KRISTINE DORRAIN: Yes. Okay, so we have that, so you're right, so now we have to have an elected secretary.

BETH BACON: Yeah, so it has to be separate from the vice chair admin, it has to be its own standalone, and we have to figure out a way to say we will force the members of the Registries Stakeholder Group to vote for Sue.

KRISTINE DORRAIN: Do you mind, Liz, if we—okay, let's just list the true things we have to do. We have to have a secretary, the secretary has to be elected, and the secretary then has to be the one that fills out the form to be the bank. Those are the three things that have to happen. Everything else is largely up to us. So we could have the secretary be the vice chair admin, we could have the secretary be nonvoting in the stakeholder group and not be a member. That's not a Florida rule, that's a Registries Stakeholder Group rule, right? That they be a member and that they vote. Do they have to be voting? I guess that's the one question.

BETH BACON: Yeah, no, I think that's true. I do think that now we have to separate the vice chair administration if it has to be a separate position.

KRISTINE DORRAIN: But I don't think it does have to be a separate position. I'm confused, like why do you think it has to be a separate position?

BETH BACON: I think it has to be separate because if you need to be elected to this position, and you can't delegate—you can delegate the responsibilities but that elected person's name needs to be on the banking things, at this point my name's not on the banking stuff, Sue's name is, so she needs to be listed as the secretary, not as the delegate, is what I'm understanding.

KRISTINE DORRAIN: Right, but let's back it up to what we actually have to do. Let's say we say, "Hey, on this election we're going to vote for the secretary and vice chair administration. Here are your candidates. Oh, we elect Beth." So now Beth is secretary and vice chair administration. So now Beth has to go to the bank, fill out the form, and her name has to be in there. You still do it because you're the secretary, and the vice chair administration.

So I don't think that there's a prohibition on it. You just hold two roles. And yes, you have to sign the bank. That doesn't solve our problem of having Sue be on the bank, but it's not a requirement. I guess what I'm trying to figure out is what our legal requirements are so that we can craft the right solution. Does that make sense?

CHERIE STUBBS: Can I jump in for a quick minute?

BETH BACON: Can you hang on just one second? Because I see a couple [inaudible] and I just want to respond real quickly, and then we'll go through the hands. Is that okay?

CHERIE STUBBS: Yeah.

BETH BACON: Okay. So if we were going to combine, I would think it would be the treasurer that we would combine this with, because they handle the banking, the admin does not do that. it's not listed in the duties. We can always change it. But right now, I think we have to just figure out how to operationalize having a separate secretary and making sure Sue's on the list.

So Cherie, Sam's hand was up, and Cherie.

SAM DEMETRIOU: Yeah, guys, I'm wondering, so I liked the way Kristine was laying things out, like what is it exactly that we have to do? So we have to have whoever does our banking be an officer of the corporation. That's what I'm hearing.

KAREN DAY: Officer or director.

SAM DEMETRIOU: Okay, but the requirement that it be elected and a member is something that we have decided, right? It's a carryover from the old charter or just the way we do things. Is that also correct?

BETH BACON: I think so.

SAM DEMETRIOU: Okay, so if that's the case, then maybe what we do is just add another role here. So we talk about how the ExCom is all of us, the four roles that exist, plus the secretary who is not elected but is appointed by the other four roles. And that way, we don't have to mess around with adding something to our yearly elections, but I think we want to keep the secretariat as that role so that we don't have to mess around with banking.

KAREN DAY: The intent when we first did this was that the board would appoint the secretary, and the board would appoint by default whoever is our paid secretariat.

BETH BACON: Okay. So Cherie, do you want to go ahead? Thank you, Sam, Karen. That's helpful.

CHERIE STUBBS: That's okay, and probably just for further affirmation of what Sam said and what Karen supported, going back to the bylaws from when we incorporated, it's indicated that under Article 5, RySG shall have a secretariat who shall be responsible for ensuring that operational support is provided as needed for RySG and the Executive Committee and who shall be considered the secretary of the RySG for purposes of the act, and I believe the act being—that word should probably be clarified for purposes of ...

KAREN DAY: No, that's what the wording needs to be, Cherie. The act, and that's the Florida nonprofit incorporation act. So that's the appropriate wording that needs to stay in there that allows the board to appoint Sue to be the secretary and do whatever she needs to do.

BETH BACON: So guys, thank you very much. So between that, and then also Kristine made a similar comment, is, what do we need legally, what makes sense to do from a practical standpoint, and I think that now we have some really good information as to the intent as well as some language to pull from from the old charter.

So what I've done is just put the three kind of requirements and agreements that we have, the secretary must be an officer or director, can be nonelected, nonmember, and elected officers shall appoint the secretary.

So I think those are the three concepts that we agree we need and are practical. So I would like us to—since we only have about 20 minutes left— park this here and then kind of try to dig through some of the rest of the document, and then I will ask Cherie and Karen and Kristine who have been digging in on this to help me craft this section and then make it agree to other sections to operationalize this. Does that sound like a dream come true?

KRISTINE DORRAIN: Yes. I don't know about a dream come true, but I'm willing to do it.

BETH BACON: [Is it more like a small nightmare] that you're willing to accept?

KRISTINE DORRAIN: Smaller than some of the other ones I'm dealing with now, so carry on.

BETH BACON: Okay. Sorry, and I see Karen says the board can appoint the secretary, not the elected officers. Okay, I shall change that right now. Let me just change this to the board, and then we'll slide along on this.

KRISTINE DORRAIN: I'm sorry, so Karen says the board can appoint the secretary, not the secretariat. That does conflict with what I thought I heard a minute ago, that the secretary must be an elected position. Is that not correct?

BETH BACON: So then Cherie read the other, the old language, [and according to Cherie that was fine.]

CHERIE STUBBS: Yeah, the secretary does not have to be an elected position. It can be appointed by the board. And the secretariat is secured by the board, obviously, with support of the membership. I'm wordsmithing right now, but that's the intent of it. And then the secretariat will be considered the secretary for the RySG for purposes of the act, and as Karen said, the act is the Florida not for profit incorporation act.

BETH BACON: Okay.

KRISTINE DORRAIN: Yeah, that all makes perfect sense. I just want to make sure that we have the legal answer on the requirement to elect the secretary. And it sounds like the answer is no, it does not legally have to be an elected position.

BETH BACON: Yeah, so I've put that note there, it says it must be elected or appointed. So I think that we go with appointed. Is everyone okay if we just leave these notes here and then we'll dig around it? Because I don't know that we want to group draft on this particular item, as much fun as that sounds. But thank you guys very much, this is a messy document at this point and I'm trying to iron out all the kinks.

All right, so I'm going to slide on to the next one. Ashley, I think we have resolved this particular one, the secretary versus secretariat, as we go forward. Can I delete this comment?

ASHLEY ROBERTS: Yeah, I think we got there now, so that's fine.

BETH BACON: Okay. And we had some nice chat conversation on that. And again, this one is the future restriction and we made some changes here. Some of this is also in, I believe, Article 10 as well, under voting.

ASHLEY ROBERTS: Are we looking at Section 1 of Article 8?

BETH BACON: Yeah, Section 1, Article 8, and we have a comment there, not sure if this is a restriction elsewhere in the charter, but it seems like there should be one.

ASHLEY ROBERTS: Yeah. So Cherie kind of put a response to my comment which clarified it. so I think my reading of this initially was saying that at any given point in time, an officer can hold multiple positions, but Cherie's comment seemed to clarify that, that that's not what it actually means. It means that an officer can hold a particular position for a couple of terms and then immediately move into another officer position. So if that's the case, I think we just need to amend the sentence to make that clear so it's clear that it's not saying that they're holding multiple officer positions at the same time.

KRISTINE DORRAIN: Well, actually, I would be happy to hear from Cherie a clarification, but I actually read it to say that some of the offices can be held by the same person. This is actually what Beth and I had been proposing in our

conversation just a mere moment ago, which is that the vice chair administration also holds the position of secretary. So it would be a joint role.

And I believe that that's what we're saying. We could have a combo secretary treasurer or a combo vice chair admin treasurer, or whatever it is. I believe that's what this is saying, and I would look to other people that have been working on this longer to contradict me, but Ashley, I think your first read of it was right and I don't actually object to it.

KAREN DAY:

I think that was the intent.

KRISTINE DORRAIN:

I think that's intentional, and I think that's expected. If we don't need two separate roles because the roles are kind of minimal for some reason, why not roll them up together? But that's obviously for Ashley, if you have a problem with that, I'd love to hear more about that.

BETH BACON:

And I'll also note that I actually think that this is a very practical thing to carry over simply because sometimes, it's hard to rustle up active members. And if it comes to a point where we don't have enough people that are willing to or able to run under the support of their registry for an office and we end up needing to combine, have someone be the vice chair policy and the vice chair admin at some point, this allows us that flexibility. So that's my two cents.

ASHLEY ROBERTS: I don't have any opposition to it in kind of certain circumstances. I guess my question would be, do we want to put any limits on that? Either in terms of the circumstances in which you could use it or the kind of length of time that a particular person could occupy multiple positions.

KRISTINE DORRAIN: Ashley, other than the normal voting? Like they'd have to be reelected, right?

BETH BACON: Yeah. Cherie, you have—

CHERIE STUBBS: I was just going to say it's clearly defined. I have to go look at the reference, but what the criteria as far as each office can hold two consecutive two-year terms, but then they have to step down. They can run for another office, i.e. we could have a vice chair of administration serve two two-year terms of four years, and then automatically run for another office. So theoretically, somebody could be an officer indefinitely, 12 years.

BETH BACON: If you slide down to vacancy, which is number three, that covers it, or [inaudible] maybe the place? That's what Cherie's talking about, just to—

ASHLEY ROBERTS: Yeah, I don't have an issue with what Cherie was just referring to, kind of filling one position and then being elected to another position and so on. That's absolutely fine. Yeah, my question—

CHERIE STUBBS: We lost you, Ashley.

ASHLEY ROBERTS: Sorry. Are people happy with particular individuals serving multiple officer roles for a prolonged period of time? If everyone's happy with that, then fine, but I wanted to put that out there and see what people's thoughts were.

KRISTINE DORRAIN: I'm thinking I'm trying [inaudible] let's just talk through this for 30 seconds here. So we have a couple of ways you'd get that, right? Let's just use the idea of secretary treasurer for a minute. Let's say someone leaves the role of secretary and so we follow the vacancy procedures and nobody wants to run, so we say, okay, fine, the person who's the treasurer is going to do the secretary role.

Now, elections are coming up next year, so now still nobody wants to run separately but someone says, hey, I'll throw my hat in the ring for both secretary and treasurer. They get voted in for secretary, so now they have been elected by the members to be secretary and treasurer,

two separate roles but they've been elected for both, they serve a two-year term.

So at that point, according to the bylaws, I don't think they're eligible to run again because they finished out the term and they're now not eligible. So they could now run for vice chair of something or chair, but not for that same role.

So the longest we could have anybody fulfill both roles would be two years because they will always be up for reelection within two years for those two roles. And if people didn't want the roles to be together, if there was somebody that said, "Hey, no, I'm willing to just be the secretary" or "I'm willing to just be the treasurer," then you wouldn't have that.

Now, does that help, or is there a scenario, Ashley, that you're specifically thinking of that I haven't addressed? Because I really want to make sure that I understand what you're thinking about before I just say, "No, it's covered."

ASHLEY ROBERTS:

Yeah, I think I've not been very clear here. I wasn't referring to a scenario where the membership elect an individual to cover multiple positions. I'm thinking of a scenario where midterm, someone who has been filling a particular role for whatever reason can't continue in that role, so it's really about the vacancy scenario where someone has to step away from a position. And then I guess kind of in an interim measure, another officer steps in to fulfill that dual role. That's what I was referring to. I guess perhaps that's covered in the vacancy section.

BETH BACON: Yeah. I think it is covered in the vacancy section, and I appreciate the discussion on this and I also think this is something—if it's something of concern, it would be something we would definitely have to talk to about the stakeholder group, because this would be a pretty big change of impacting terms and elections and voting, but I think that now that we've articulated it in this conversation, it sounds like, Ashley, your concern or question is covered under the vacancy.

And then also, I did add and clarify in response to your question, if you can see down in three, I added a little bit more language to clarify that you do need to hold an election for that vacancy.

ASHLEY ROBERTS: Okay, so I haven't actually seen that language. That's exactly the point I was trying to get at, yeah. That was the scenario I was envisaging.

BETH BACON: So I'm going to resolve your comment and we can scroll quickly down to Section 3, if you could, under vacancies. So if you're comfortable with that particular section ...

ASHLEY ROBERTS: Yeah, I'm okay with that now.

CHERIE STUBBS: Okay, and just again to chime in and [sucking up old memory and pausing on the call,] Karen, we've had a number of situations occur with officers having to step down, or certainly in the case of Stephane with his sudden loss. So we've had to have—Karen stepped in and picked up the last part of the treasurer role for Reg when she had to step down. Paul has picked it up as chair.

So it does happen quite a bit, but theoretically, we have not pushed an off-cycle election if there were just objections by the voting members. So Karen has more legal knowledge when we hammered through this than I do, but ...

KAREN DAY: Yeah, for Treasurer stepping down, we held an election. It wasn't an off-cycle election, it was an off-year election for treasurer. But when Stephane passed, Paul and Sam and I just sort of covered and left the position open until it came election time again.

BETH BACON: It sounds like we're resolved and this now reflects both practice and practicality, and Ashley's concern is addressed.

CHERIE STUBBS: Yeah.

BETH BACON: Okay, let's move on. Thank you guys very much for that conversation. So the next comment is something that we've changed a little bit to— it's also in section one. I made some of these edits to address the remaining comment on the secretary, so I'm just going to blast past that simply because we are going to go back and make kind of a global suggestion with regards to the secretary.

So the real next comment is still in section one, it's Kristine, it's a reference to the guiding principles. She has no idea how that relates to inconsistency in sections. I believe this is an article reference issue, so we can figure out how ...

CHERIE STUBBS: Beth, where are you?

BETH BACON: Section one. It's the third—

KRISTINE DORRAIN: Of which article?

BETH BACON: Article 4, Section 2, that highlight.

KRISTINE DORRAIN: No, we're not on Article 4, we're down past that. We're at least on 6.

BETH BACON: No, we're still in Article 8 Section 1, but I'm talking about the comment that highlights Article 4 Section 2 in that. So [inaudible] inconsistent, and then Kristine had a comment in there. This is like a swiss watch, guys.

KRISTINE DORRAIN: Yeah, I still don't know what this means. In the event that all these sections are inconsistent, we're going to apply the guiding principles? I really don't know. maybe we need to go back and see what that section originally was. That's probably just something that Cherie or someone can look up later and see what that originally would have referred to.

BETH BACON: Yeah, I think [inaudible].

KRISTINE DORRAIN: Yeah, let's just make a note that we're going to go check it. My guess is that nobody on this call truly cares what this says, we just make sure that it needs to be like referencing the right place.

BETH BACON: Yeah.

CHERIE STUBBS: I'm going to go back very quickly and say that the guiding principles were drafted a bazillion years ago. They're the entre into what our old

charter used to be. It's still, I believe, posted on our website. Isn't it, Sue? We never took that down.

So at any rate, if the guiding principles still fit, we should probably be a little more specific about where they can be found.

KRISTINE DORRAIN:

Well, no, my point is this whole section is about the role of the secretary versus the secretariat, and it has no—Follow the guiding principles, great. You've moved them to the operating procedures. It's a non sequitur. So the problem is I don't think they meant to refer to the guiding principles here. I think they were meant to refer to something more procedural about the secretary versus the secretariat, but I don't know what. So we need to dig that out and figure out what it meant to refer to.

CHERIE STUBBS:

Got you. Thanks, Kristine.

BETH BACON:

All right, so I made a note there. I'm just going to power on. We only have about four minutes left and I want to get as far as we can just because as I noted when we started the call, after this call I think it's the time where I'm just going to dig in—and I may call on a few of you to help me, but just dig in and resolve these issues and just make sure things align. And obviously, I'll do all this in redline, but we just need to kind of do it and make some decisions. And if that's fine with you, I'll do

that, but I did want to get through as much of this as possible so we can clear it out.

And if you guys have made comments, if you could go into both documents after this call—and just resolve your comment. If you're comfortable with the edits we made, please just click "resolve" and clean it out. Don't get rid of the redlines if there are redlines, but just click resolve the comment. I think that'll be really helpful, and then we won't feel like we're making decisions on behalf of people.

So I'm just going to quickly see if we can get any further on this, but does that seem like a nice, clean way forward for folks? I'm trying to make this a light lift for everyone as we try to drive to the finish line.

KRISTINE DORRAIN:

I like it.

BETH BACON:

?Kristine likes it, Ashley likes it. Sounds like everybody. All right, thank you guys very much, and I do appreciate it. you guys have been really involved in the last few weeks, putting in great comments and helping work through this. And we would be nowhere without Erica's work in the last two years on getting us to where we are, so we're really trying to just bring this over the finish line after she's done so well.

all right, so the next comment is, again, Ashley, it's the treasurer, vice chair will be elected in an odd number of years, and this is another secretary point, so if it's okay with you, I will resolve this because it'd going to shake into the secretary changes.

ASHLEY ROBERTS: Yeah. I can't see which comment it refers to, but if it's still with the secretariat, I think it's probably been addressed.

BETH BACON: Yeah, it's in Section 2 of Article 8 is where your comment is.

KRISTINE DORRAIN: Yeah, it's your whole point, Ashley, about we don't know how the secretary gets appointed, blah-blah. It's all going to be fixed as part of the bowl of spaghetti we're going to pull.

ASHLEY ROBERTS: Yeah, this is fine, we can resolve that.

BETH BACON: And so it is. Okay, so then we get into Section 3 which is the vacancy. So I've added some language here. Kristine, you had a question with regards to inconsistencies, and I just wrote that we need to make sure this reflects our current practices, I added some language.

KRISTINE DORRAIN: Yeah, this is going to be resolved in our vacancy issue. So far, we have two kind of overarching issues. One is we have to clarify what we mean across the board when we talk about vacancies, and the other one is secretaries. So yeah, we'll get this [submitted.]

BETH BACON: Okay. All right, so everyone's fine with that one. That's some language to consider and I'm just going to zip on down to the next one. So then the positions in six, you just simply say it's missing a reference to the secretariat. We shall include that.

KRISTINE DORRAIN: I'll fix it. We might not.

BETH BACON: [I think there'll be a reference somewhere.]

KRISTINE DORRAIN: [I don't know] anymore, so we may not.

BETH BACON: I think for the secretariat, it all depends on how we craft the rest of it. But yeah, so we will scroll down. Okay, so then the next one is again the secretary position, which is Section F. Again, I'm going to leave this note because it's another cleanup with regard to the secretary and what the heck is happening there. I will note that Section G, we took this out because quite frankly, we don't have an assistant secretary, I don't know why we would have an assistant secretary. It seemed a little nutty. Again, it's my bananas argument.

CHERIE STUBBS: If I can shed some quick light on that, everywhere it says secretary, it was originally written as secretariat, and that was expressly implied when Sue came onboard as the data management assistant for me with the new gTLD rollout, and then when Sue and I flipped roles and she became secretariat. It was a backup for whoever's the primary secretariat, should life become overwhelmed as it is. So that's history behind now.

BETH BACON: All right. Cool.

KRISTINE DORRAIN: I think we've provided for multiple secretariats in the operating procedures. We can have as many as we'd like.

BETH BACON: Yeah, so I updated that line within the operating procedures, and now that we are referring to secretary as a role, I don't think that makes sense. I will note that we are a minute past the hour. I hate going overtime. I never do it, and I apologize profusely.

So we've made, I think, good progress. I know it's painful and I appreciate everyone hanging in and providing some historical context where we need it, and then also some really nice practical solutions.

Again, the effort here is to clean up these docs and update them and have them reflect our current practice in that way, updating, and not make real substantive changes with regards to the operations or the

rules that govern us. Those are bigger questions for the group if we have those. And if they shake out in the edits, then we will raise them again.

But I just want to say thank you very much to everybody for hanging in.

KRISTINE DORRAIN: Thank you for herding cats, Beth.

BETH BACON: It is an honor to herd these wonderful cats when we have cats such as these. So I will keep working on this. If you've gone in, again, please, my request is just that you go in and resolve your comment if it is resolved to your satisfaction. And if not, try and make an edit, do it in redline. Have a nice day.

KRISTINE DORRAIN: Can I just add very briefly as people are hanging up, I am actually going to wait until tomorrow to resolve my comments because I have a lot of them and they explain some of the redlines, so I will wait a day. So for people who are in the doc today and want to hear the context for changes, I will leave my comments for another day.

BETH BACON: Yeah, that's great. And there's no rush. If you can get in there and resolve your comments or make some edits in the next few days, that'd be really great.

CHERIE STUBBS: And Beth, may I ask one quick question? Do we need to regroup on another conference call next week to ...?

BETH BACON: I would like to do the rest of this by e-mail. We shouldn't have to go through these again because no one voiced objection to us just taking some license and addressing these things, so hopefully we can do it on e-mail. If not, if the need arises, we'll schedule on.

CHERIE STUBBS: That's fine. Thank you. I just thought I'd put that little question out.

BETH BACON: Excellent. All right, folks. Thank you. I'm sorry to go over a little bit.

UNIDENTIFIED MALE: It's all right. Bye now everyone. Thank you.

SUSAN PAYNE: Thank you.

ASHLEY ROBERTS: Cheers, Beth. Cheers, everyone.

CHERIE STUBBS: [inaudible] everyone. And Julie, we can stop the recording.

[END OF TRANSCRIPTION]